

RECORDATION NO. 22581-DDD FILED

OCT 31 '05

1-17 PM

## FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588



October 26, 2005

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated October 6, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22581.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Cascade and Columbia River Railroad Company  
5300 Broken Sound Blvd, N.W.  
Boca Raton, FL 33487

A description of the railroad equipment covered by the enclosed document is eleven (11) centerbearn flatcars (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375.  
Thank you for your cooperation in this matter.

Sincerely,

*Janice Enolva*

Janice Enolva  
Manager of Documentation

Enclosures

(CSCD109)

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ASSGN. NO. CSCD109

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of October, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 105 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 14, 2005, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

Title: \_\_\_\_\_

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: MR. OF DOCUMENTATION Executed on this 6th day of October, 2005.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

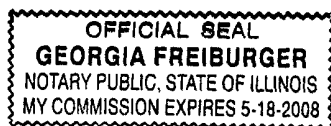
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of October, 2005.

Georgia Freiburger  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)



**LESSEE:**

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: Sandra K. Franger

Name: Sandra K. Franger

Title: VP - Contracts

ATTEST:

By: David McCloud

Name: David McCloud

Title: Manager - Fleet

Executed on this 29<sup>TH</sup> day of September, 2005.

[CORPORATE SEAL]

STATE OF FLORIDA

COUNTY OF PALM BEACH

I, Kristin I Dunlap, a Notary Public of the County and State  
aforesaid, certify that Sandra K. Franger personally appeared before me this  
day and acknowledged her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29<sup>th</sup> day of Sept., 2005

Kristin I Dunlap  
Notary Public

Commission Expires:

12.27.05

(Notary Public)



Kristin Dunlap  
My Commission DD067657  
Expires December 27, 2006

PERSONALLY KNOWN:  
PRODUCED I.D.:

X

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Eleven (11)

DESCRIPTION OF CARS:    71' Centerbeam Flatcars

CAR NUMBERS:

NOKL 729050  
NOKL 729056  
NOKL 729074  
NOKL 729081  
NOKL 729088  
NOKL 729094  
NOKL 729095  
NOKL 729104  
NOKL 729110  
NOKL 729118  
NOKL 729121